

JUN 272008

THOMSON REUTERS

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

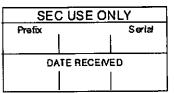
PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

4 LIMITED OFFERING EXEMPTION

1135856

OMB APPROVAL						
OMB Num	3235-0076					
Expires:	June	30,2008 ge burden				
Estimated	avera	ge burden				
hours per response16.00						



Name of Offering (check if this is an amendment and name has	SEC Mail Processing						
Flexible Premium Variable Universal Group Life Insurance Policy-	Section Section						
Filing Under (Check b ox(es) that apply): Rule 504 Rule	Occion						
Type of Filing: New Filing Amendment			UN 25 2000				
A. BASIC IDENTI	FICATION DAT	A	क्रिया से भ स्माम				
1. Enter the information requested about the issuer							
Name of Issuer (check if this is an amendment and name has check Nationwide Private Placement Variable Account	Washington, DO 101						
Address of Executive Offices (Number and Street, City, S	uding Area Code)						
One Nationwide Plaza, Columbus, OH 43215	-						
Address of Principal Business Operations (Number and Street, Code) (if different from Executive Offices)	City, State, Zip	Telephone Number (Inclu	iding Area Code)				
Brief Description of Business							
Variable Insurance Products							
Type of Business Organization							
corporation limited partnership, already formed	other (please						
business trust limited partnership, to be formed	Insurance Company Separate Account						
Year Actual or Estimated Date of Incorporation or Organization	Month Year						
	[98]	Actual Estimat	ed				
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [O] [H]							

GENERAL INSTRUCTIONS:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promotes	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Alutto, Joseph A.		·		
Business or Residence Address (Number a One Nationwide Plaza, Columbus, OH 43		Code)		
Check Box(es) that Apply: Promotes	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Brocksmith, Jr. James G.				
Business or Residence Address (Number a One Nationwide Plaza, Columbus, OH 43		Code)	-	
Check Box(es) that Apply: Promote	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Eckel, Keith W.				-
Business or Residence Address (Number a One Nationwide Plaza, Columbus, OH 43		Code)		
Check Box(es) that Apply: Promote	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Miller de Lombera, Martha J.				
Business or Residence Address (Number a One Nationwide Plaza, Columbus, OH 43		Code)	_	

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, Jurgensen, W.G.	if individual)							
Business or Residence Addr One Nationwide Plaza, Colo			Code)					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, Marshall, Lydia M.	if individual)							
Business or Residence Add One Nationwide Plaza, Col			Code)					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, Miller, David O.	, if individual)		···					
Business or Residence Add One Nationwide Plaza, Col			Code)					
	(Use blank sheet,	, or copy and use additi	onal copies of this sheet	, as necessary)				
		B. INFORMATION	ABOUT OFFERING					
1. Has the issuer sold.	or does the issu		on-accredited investo	rs in this offer	ing? Yes No			
		Answer also in Appe	endix, Column 2, if fil	ling under UL	OE. 🗌 🔯			
			rom any individual? t?		<u>Yes No</u>			
	-		s been or will be paid					
indirectly, any com	mission or simil	ar remuneration for s	solicitation of purchas	sers in connect	ion with			
			is an associated personates, list the name of					
more than five (5) p	ersons to be list	ed are associated per	rsons of such a broker					
Full Name (Last name first	n for that broke: . if individual)	r or dealer only.						
Main, Craig Business or Residence Add		Street City State 7in	Code					
720 E. Wisconsin Avenue -	- E12L, Milwauke							
Name of Associated Broker or Dealer Northwestern Mutual Investment Services								
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)								
(Check "All State	s" or check indivi	dual States)		.,	All States			
AL AK A	Z AR	CA CO	ـا لنتا لــ	C FL	GA HI ID			
IL IN IA	KS	KY LA	ME MD M	IA MI	MN MS MO			
MT NE N	V NH	NJ NM	NY NC N	D ОН	OK OR PA			

RI	SC	SD	TN	ТХ	UT	VT	VA	WA	wv	WI	WY	PR
Full Name	(Last name	first, if in	dividual)									
Business or	r Residence	Address ((Number ar	nd Street, C	City, State,	Zip Code)	· 		···-	· · ·		
Name of A	ssociated E	Broker or I	Dealer									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)										ites		
AL	AK	AZ	AR	CA	СО	СТ	DE	DC	FL	GA	ні	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR
Full Name	(Last name	e first, if in	idividual)									
Business o	r Residenc	e Address	(Number a	nd Street, (City, State,	Zip Code)						
Name of A	ssociated I	Broker or I	Dealer									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									ates			
AL	AK	AZ	AR	CA	СО	СТ	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI	sc	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts		
	of the securities offered for exchange and already exchanged.		
	Time of Consults	Aggregate	Amount Already Sold
	Type of Security Debt	Offering Price \$	\$
	Equity.	\$	\$
	Common Preferred	Ψ	<u> </u>
	Convertible Securities (including warrants)	\$	S
	Partnership Interests	\$	\$
	Other (Specify: Variable Life Insurance Policy)	\$22,937,744	\$14,114,787
	Total	\$22,937,744	\$14,114,787
	Answer also in Appendix, Column 3, if filing under ULOE.	, , - ,	, ,
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	their purchases on the total lines. Effect of thanswer is frome of zero.	Number Investors	Aggregate Dollar Amount
			Of Purchases
	Accredited Investors	1	\$14,114,787
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	1	\$14,114,787
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1.	T of	Dallar Amount
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	Security	\$
	Regulation A		\$
	Rule 504.		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	Ħ	\$
	Legal Fees		\$
	Accounting Fees		\$
	Engineering Fees	Ē	\$
	Sales Commissions (specify finder's fees separately)		\$413,563
	Other Expenses (identify)		S
	Total		\$413,563
	b. Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$22,524,181

5.	Indicate below the an or proposed to be use any purpose is not kn of the estimate. The gross proceeds to the above.		-							
			Payments to Officers, Directors, & Affiliates	Payments to Others						
				s						
		tateleasing and installation of machinery		L.i>						
	and equipment		s	□s						
	Construction or lea	sing of plant buildings and facilities								
	Acquisition of othe involved in this off		□s							
		ther issuer pursuant to a merger)btedness	 \$	 \$						
	Working capital		s	 \$						
	Other (specify):			□s						
•			<u></u> \$	 \$						
	Column Totals		s	 \$						
	Total Payments Lis	sted (column totals added)	□ \$	<u></u>						
		D. FEDERAL SIGNATURE								
is filed unde U.S. Securiti	r Rule 505, the follo es and Exchange Co	otice to be signed by the undersigned duly authorized wing signature constitutes an undertaking by the emmission, upon written request of its staff, the independent of the paragraph (b)(2) of Rule 502.	issuer to furnish	to the						
Issuer (Print Nationwide I Variable Acc	Private Placement	Signature Opil Vander	Date / 24/08							
Name of Sig April VanDe	ner (Print or Type) rvort									
Inter	ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)									

E. STATE SIGNATURE Is any party described in 17 CFR 230.262 presently subject to any of the Yes ١. \boxtimes disqualification Yes No provisions of such rule?..... П See Appendix, Column 5, for state response. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is 2. filed a notice on Form D (17 CFR 239.500) at such times as required by state law. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information 3. furnished by the issuer to offerees. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled 4. to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

Nationwide Private Placement

Variable Account

Date (p/24/08)

Name of Signer (Print or Type)

April VanDervort

Title of Signer (Print or Type) Associate Vice President

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	APPENDIX												
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	to nor	nded to sell n-accredited tors in State t B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item2)					Disquali under ULOE atta explana waiver g (Part E-	State (if yes, ich ition of granted) Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No				
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	Inte	nded to se	-11						Dien	ualit	fication
	to no	n-accredi	ted	Type of security and aggregate					un	der :	State
Į		tors in St		and aggregate offering price	l	•			ULA	OE (if yes,
1	(Par	t B-Item	1)	offered in state	Type of investor and amount purchased in State (Part C-Item2)					atta	ch tion of
				(Part C-Item 1)						er g	ranted)
1											tem 1)
			ŀ						Yes	•	No
State	Yes	No			Number of		Number of		E	-	
}					Accredited Investors	Amount	Non-Accredited Investors	Amount		1	
PA	 _				Investors	Amount	Investors	Amount	 		
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Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Patterson, James F.									
Business or Residence Address (Number and Street, C One Nationwide Plaza, Columbus, OH 43215	ity, State, Zip Code)								
Check Box(es) that Apply: Promoter Bene	ficial Owner Executiv	e Officer Director	General and/or Managing Partner						
Full Name (Last name first, if individual) Prothro, Gerald D.									
Business or Residence Address (Number and Street, C One Nationwide Plaza, Columbus, OH 43215	ity, State, Zip Code)								
Check Box(es) that Apply: Promoter Bene	ficial Owner Executiv	e Officer Director	General and/or Managing Partner						
Full Name (Last name first, if individual) Shisler, Arden L.									
Business or Residence Address (Number and Street, C One Nationwide Plaza, Columbus, OH 43215	ity, State, Zip Code)								
Check Box(es) that Apply: Promoter Bene	ficial Owner Executiv	e Officer Director	General and/or Managing Partner						
Full Name (Last name first, if individual) Shulmate, Alex									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
Check Box(es) that Apply: Promoter Bene	eficial Owner Executiv	e Officer Director	General and/or Managing Partner						
Full Name (Last name first, if individual) Zenty III, Thomas F.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									

